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**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

PAYWARD, INC.;
PAYWARD VENTURES, INC.,

Defendants.

Case No.: 3:23-cv-06003-WHO

Judge: Hon. William H. Orrick III

**JOINT STIPULATION AND [PROPOSED]
ORDER MODIFYING BRIEFING
SCHEDULE AND HEARING DATE FOR
PLAINTIFF'S MOTION FOR JUDGMENT
ON THE PLEADINGS**

1 Plaintiff Securities and Exchange Commission (“SEC”) and Defendants Payward, Inc. and
2 Payward Ventures, Inc. (together, “Kraken” and with the SEC, the “Parties”) stipulate as follows:

3 **WHEREAS**, on September 23, 2024, Kraken filed its Motion to Certify Order on Motion to
4 Dismiss for Interlocutory Appeal (“Interlocutory Appeal Motion”), ECF No. 92;

5 **WHEREAS**, the hearing on Kraken’s Interlocutory Appeal Motion is currently scheduled
6 for December 4, 2024;

7 **WHEREAS**, on November 5, 2024, the SEC filed its Motion for Judgment on the Pleadings
8 (“12(c) Motion”) on Defendants’ Eighth, Ninth, and Tenth Affirmative Defenses, ECF No. 103;

9 **WHEREAS**, the hearing on the 12(c) Motion is currently scheduled for December 18, 2024;

10 **WHEREAS**, under Local Rules 7-3(a) and 7-3(c) Kraken’s response to the 12(c) Motion
11 must be filed by November 19, 2024, and the SEC’s reply is due by November 26, 2024;

12 **WHEREAS**, the Parties have agreed to modify the briefing schedule for the 12(c) Motion
13 such that Kraken’s response shall be due no later than December 10, 2024 and the SEC’s reply shall
14 be due no later than December 20, 2024;

15 **WHEREAS**, the Parties have also agreed to reschedule the hearing on the 12(c) Motion to
16 January 8, 2025 to accommodate this modified briefing schedule;

17 **WHEREAS**, Kraken believes it would be most efficient to hold one consolidated hearing on
18 both the Interlocutory Appeal Motion and the 12(c) Motion on January 8, 2025, and the SEC believes
19 the hearing on the Interlocutory Appeal Motion should either be vacated and the matter taken under
20 submission or should remain on December 4, 2024.

21 **THE PARTIES STIPULATE AND REQUEST AN ORDER**, that:

22 1. Kraken’s Response to the 12(c) Motion shall be filed no later than December 10,
23 2024;

24 2. The SEC’s Reply in Support of the 12(c) Motion shall be filed no later than December
25 20, 2024;

26 3. The hearing on the 12(c) Motion shall be scheduled for January 8, 2025, or for another
27 date convenient for the Court;

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1 4. The Parties request that the Court decide whether to adjourn the hearing for the
2 Interlocutory Appeal Motion so that it is also held on January 8, 2025, vacate the hearing and take
3 the matter under submission, or keep the currently scheduled hearing on December 4, 2024.
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1 DATED: November 14, 2024

2 Respectfully submitted,

3 CLEARY GOTTLIEB STEEN &
4 HAMILTON LLP

SECURITIES AND EXCHANGE
COMMISSION

5 By: /s/ Matthew C. Solomon

By: /s/ Peter Moores

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24 *Payward Ventures, Inc.*

[PROPOSED] ORDER

PURSUANT TO STIPULATION, THE BRIEFING SCHEDULE ON THE 12(C) MOTION IS SO ORDERED. THE HEARING ON THE 12(C) MOTION WILL BE HELD ON _____ AND THE HEARING ON THE INTERLOCUTORY APPEAL MOTION WILL BE HELD ON _____.

Dated: _____, 2024

By: _____
HON. WILLIAM H. ORRICK III
UNITED STATES DISTRICT JUDGE

FILER'S ATTESTATION

I, Matthew C. Solomon, am the ECF User whose ID and password are being used to file this Joint Stipulation. In compliance with Civil Local Rule 5-1(i), I hereby attest that concurrence in the filing of this document has been obtained from each of the other signatories.

By: /s/ Matthew C. Solomon
Matthew C. Solomon